

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)
 Case number (if known): 20-____ Chapter 7

☐ Check if this is an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Clio Holdings, LLC

2. All other names debtor used in the last 8 years _____

 Include any assumed names, trade names, and *doing business* as names _____

3. Debtor's federal Employer Identification Number (EIN) 8 1 - 2 7 5 7 8 5 0

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>4525 NW 41st St</u>	_____
	Number Street	Number Street
	<u>Suite 400</u>	_____
		P.O. Box
	<u>Riverside MO 64150</u>	_____
	City State ZIP Code	City State ZIP Code
	<u>Platte</u>	Location of principal assets, if different from principal place of business
	County	_____
		Number Street

		City State ZIP Code

5. Debtor's website (URL) www.clioholdings.com (the website has been shut down)

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Clio Holdings, LLC
Name

Case number (if known) 20- ()

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.3 3 7 9

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See attached Rider. Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Clio Holdings, LLC Case number (if known) 20-____ (____)
Name

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input checked="" type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Clio Holdings, LLC
Name

Case number (if known) 20-____ (____)

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

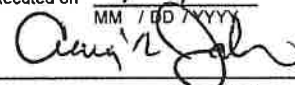
WARNING – Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

1/15/20
MM / DD / YYYYx 

Signature of authorized representative of debtor

Craig Jalbert

Printed name

Title Independent Manager

18. Signature of attorney

x 

Signature of attorney for debtor

Date

12/15/2020
MM / DD / YYYY

Derek C. Abbott

Printed name

Morris, Nichols, Arsht & Tunnell LLP

Firm name

1201 North Market Street, 16th Floor, P.O. Box 1347

Number Street

Wilmington

City

DE

State

19899-1347

ZIP Code

302-658-920

Contact phone

dabbott@mnat.com

Email address

3367

Bar number

DE

State

RIDER**PENDING OR CONCURRENT BANKRUPTCY CASES FILED BY AFFILIATES**

On January 15, 2020, each of the affiliated entities listed below (including the debtor in this chapter 7 case) filed a voluntary petition for relief under chapter 7 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware.

Entity Name	Federal Employer Identification Number (EIN)
Clio Holdings, LLC	81-2757850
Clio Intermediate, LLC	81-4392791
Top Master Acquisition, LLC	81-4192670
Granite Source Acquisition, LLC	36-4841334
Solid Surfaces, Inc.	16-1377057
USM Acquisition, LLC	81-4808119
Premier Surfaces Acquisition, LLC	82-1004563

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CLIO HOLDINGS, LLC, *et al.*,

Debtors.¹

Chapter 7

Case No. 20-____ (____)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule Bankruptcy Procedure 1007(a)(1), other than governmental units, all corporation(s) that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

O2 Oxygen 1 Clio Intermediate, LLC

Clio Strategic Investors, LLC

F.N.B. Capital Partners, L.P.

¹ The Debtors in these cases, along with the last four digits of each Debtors' federal EIN, are as follows: Clio Holdings, LLC (7850); Clio Intermediate, LLC (2791); Top Master Acquisition, LLC d/b/a Premier Surfaces (2670); Granite Sources Acquisition, LLC d/b/a Premier Surfaces (1334); Solid Surfaces, Inc. d/b/a Premier Surfaces (7057); USM Acquisition, LLC (8119); Premier Surfaces Acquisition, LLC (4563). The Debtors' corporate headquarters and mailing address is 4525 NW 41st St, Suite 400, Riverside, MO 64150.

**CONSENT IN LIEU OF SPECIAL MEETING OF THE BOARD OF MANAGERS
OF CLIO HOLDINGS, LLC**

January 15, 2020

The undersigned, being the sole member of the board of managers (the “Board”) of Clio Holdings, LLC, a Delaware limited liability company (the “Company”), hereby takes the following actions and adopts the following resolutions without a meeting and hereby directs this consent to be filed with the minutes and proceedings of the Company in the minute books of the Company:

RESOLVED, that either the undersigned sole manager or the Authorized Officer as appropriate of the Company (the “**Authorized Officer**”) is hereby authorized and directed, in the name and on behalf of the Company, to execute and verify the petitions of the Company and to take any and all action required to cause the same with respect to each of the subsidiaries of the Company under Chapter 7 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) to commence Chapter 7 cases on behalf of the Company (the “**Bankruptcy Cases**”) at such time as the Authorized Officer executing the petition shall determine; and further

RESOLVED, that the Authorized Officer is hereby authorized to employ Morris, Nichols, Arsht & Tunnell LLP as attorneys for the Company, to represent and assist the Company in preparing and filing the Bankruptcy Case and in carrying out the Company’s duties under the Bankruptcy Code in and with respect to the Bankruptcy Case and to take any and all actions to advance the Company’s rights and obligations therein; and further

RESOLVED, that the Authorized Officer is hereby authorized and directed, in the name and on behalf of the Company, to execute, deliver and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary or desirable in connection with the Company’s Bankruptcy Case; and further

RESOLVED, that the Authorized Officer is hereby authorized and directed, in the name and on behalf of the Company, to do or not do any and all acts or things which may be necessary or appropriate to perform the Company’s obligations concerning the Bankruptcy Case; and further

RESOLVED, that without further or other authorization by the Board, the Authorized Officer is hereby authorized and directed to do all such acts, deeds and things, and to make, execute, acknowledge, file, record and deliver all such agreements, applications, certificates, documents, forms, options, instruments, reports and/or undertakings as may be necessary or appropriate to implement any matter or thing necessary for or contemplated by the Bankruptcy Case; and further

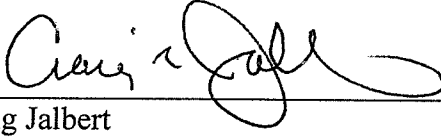
RESOLVED, that any and all actions heretofore taken by the Authorized Officer in connection with the matters approved in the foregoing resolutions, and any matters related or incidental thereto, are hereby ratified, confirmed and approved in all respects; and further

RESOLVED, that these resolutions may be executed in counterparts, each of which constitutes an original, and all of which, taken together, constitute one and the same original, and facsimile or attachment to electronic mail signatures on these resolutions shall be deemed to constitute original signatures.

[signature page follows]

The undersigned execute this Consent in Lieu of a Special Meeting of the Board of Managers of Clio Holdings, LLC, as of the date first set forth above.

BOARD OF MANAGERS:



Craig Jalbert

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CLIO HOLDINGS, LLC, *et al.*,

Debtors.¹

Chapter 7

Case No. 20-____ (____)

CERTIFICATION OF CREDITOR MATRIX

Clio Holdings, LLC, and its affiliates as debtors in the above-captioned chapter 7 case (the “Debtors”) hereby verify and declare under penalty of perjury that the Creditor Matrix submitted herewith, pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), formatted in portable document format, containing the list of creditors of the Debtors, is, to the best of the Debtors’ knowledge, correct and consistent with the Debtors’ books and records.

The information contained in the Creditor Matrix is based on a review of the Debtors’ books and records. However, the Debtors have not completed a comprehensive legal and/or factual investigation with regard to possible defenses to any claims of the potential claimants included in the Creditor Matrix. In addition, certain of the entities included in the Creditor Matrix may not hold outstanding claims as of the date hereof, and therefore may not be creditors of the Debtors for purposes of this chapter 7 case. Therefore, this listing does not and should not be deemed to constitute either (i) a waiver of any defenses to any claims that may be asserted against the Debtors, or (ii) an acknowledgment of the validity or amount of any claims that may be asserted against the Debtors.

¹ The Debtors in these cases, along with the last four digits of each Debtors’ federal EIN, are as follows: Clio Holdings, LLC (7850); Clio Intermediate, LLC (2791); Top Master Acquisition, LLC d/b/a Premier Surfaces (2670); Granite Sources Acquisition, LLC d/b/a Premier Surfaces (1334); Solid Surfaces, Inc. d/b/a Premier Surfaces (7057); USM Acquisition, LLC (8119); Premier Surfaces Acquisition, LLC (4563). The Debtors’ corporate headquarters and mailing address is 4525 NW 41st St, Suite 400, Riverside, MO 64150.

United States Bankruptcy Court

District Of F gny ctg

Clio Holdings, LLC, et. al,

Debtors

Case No. 20/ ____ (____)

Chapter 9

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I was the Delaware attorney for the above named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept \$75,000.00

Prior to the filing of this statement I have received \$75,000.00

Balance Due \$0.00

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify)

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a other person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.

5. In return for the above-disclosed fee, I have agreed to advise the Debtors in connection with this bankruptcy case, including:

- a. Review and filing of the petitions for Clio Holdings, LLC; Clio Intermediate, LLC; Top Master Acquisition, LLC; Granite Sources Acquisition, LLC; Solid Surfaces, Inc.; USM Acquisition, LLC; and Premier Surfaces Acquisition, LLC (collectively, the "Debtors").

B2030 (Form 2030) (12/15)

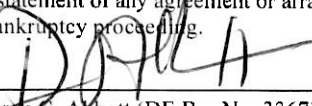
6. By agreement with the debtors, the above-disclosed fee does not include the following services:
- a. Anything other than preparing and filing these cases, a short discussion with the chapter 7 trustee appointed in these cases, and attending the § 341 meeting, except to the extent of mutual agreement and available funding after performance of the foregoing.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor in this bankruptcy proceeding.

January 15, 2020

Date


Derek C. Abbott (DE Bar No. 3367)
E-mail: dabbott@mnat.com

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

1201 North Market Street, 16th Floor

P.O. Box 1347

Wilmington, Delaware 19899-1347

Telephone: (302) 658-9200

Facsimile: (302) 658-3989

Fill in this information to identify the case and this filing:

Debtor Name _____
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): 20- _____ () _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement & Certification of Creditor Matrix

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 1/15/20
 MM / DD / YYYY

x Craig Jalbert
 Signature of individual signing on behalf of debtor

Craig Jalbert

Printed name

Independent Manager

Position or relationship to debtor